

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**DAKOTA IMAGING, INC.,**

**Plaintiff,**

Y.

**SANDEEP GOEL and  
PRADEEP GOEL,**

**Defendants/Counterclaim-  
Plaintiffs,**

**V.**

**DAKOTA IMAGING, INC.,  
ENVOY CORPORATION, and  
WEB MD CORPORATION,**

### Counterclaim-Defendants

**PLAINTIFF'S AND COUNTERCLAIM DEFENDANTS'  
TENDER OF OMITTED EXHIBIT**

Plaintiff/Counterclaim-Defendant Dakota Imaging, Inc , as well as Counterclaim-Defendants Envoy Corporation and WebMD Corporation, tender to this Court Defendants Sandeep Goel's and Pradeep Goel's Notice of Removal (the "Notice of Removal"), annexed hereto, as an exhibit to Plaintiff's and Counterclaim Defendants' Memorandum Of Law In Support of Their Motion to Remand (the "Memorandum in Support of Remand") In support of this tender, Plaintiff and Counterclaim Defendants state as follows:

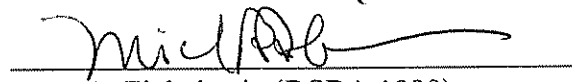
1 Defendants removed the above-entitled action from the Court of Chancery  
of the State of Delaware in and for New Castle County (“Chancery Court”) to the United

States District Court for the District of Delaware on the basis of alleged diversity jurisdiction, filing with this Court a Notice of Removal on May 16, 2005,

2. On June 7, 2005, Plaintiff and Counterclaim-Defendants moved to remand this matter to Chancery Court and filed with this Court their Memorandum of Law in Support of Remand, which referenced the Defendants' Notice of Removal as an attached Exhibit. The Notice of Removal, however, was inadvertently omitted as an Exhibit to the Memorandum of Law in Support of Remand.

3. There is no prejudice to Defendants by this tender of the Notice of Removal as an Exhibit to the Memorandum in Support of Remand, as the Notice of Removal had been previously filed with this Court.

WHEREFORE, Plaintiff and Counterclaim-Defendants tender the attached Notice of Removal as an Exhibit to their previously filed Memorandum in Support of Remand.



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Michael R. Robinson (DSBA 4452)  
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Defendants Dakota Imaging, Inc. and  
Counterclaim-Defendants Envoy  
Corporation and WebMD Corporation*

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HALE AND DORR LLC  
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Dated: June 15, 2005

**EXHIBIT A**

**TO**

**PLAINTIFFS' AND COUNTERCLAIM-DEFENDANTS'**  
**TENDER OF OMITTED EXHIBIT**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

DAKOTA IMAGING, INC.,	)	
	)	
Plaintiff,	)	
	)	
Vs.	)	Civil Action No. _____
	)	
SANDEEP GOEL and	)	
PRADEEP GOEL,	)	
	)	
Defendants.	)	

**NOTICE OF REMOVAL**

Defendants Sandeep Goel and Pradeep Goel (collectively "Defendants"), by and through undersigned counsel, hereby give notice that this matter has been removed, pursuant to 28 U.S.C. § 1446, to the United States District Court for the District of Delaware. The grounds for the removal are as follows:

1. Plaintiff Dakota Imaging, Inc. ("Plaintiff") commenced this action, entitled *Dakota Imaging, Inc. v. Sandeep Goel, et al.*, Case No. 1232-N in the Court of Chancery of the State of Delaware, New Castle County. The Complaint was filed on or about April 8, 2005. Defendants were served on April 18, 2005.

2. In its Complaint, Plaintiff alleges that it is entitled to damages and injunctive relief against Defendants based on their alleged breaches of their Employment Agreements, a Merger Agreement, breach of fiduciary duty and other allegedly wrongful conduct.

3. On May 9, 2005, Defendants answered the Complaint and filed a Counterclaim against Plaintiff, alleging breach of contract, anticipatory breach of contract and breach of implied covenant of good faith and fair dealing.

4. Plaintiff is a Maryland corporation with a principal place of business in Columbia, Maryland. Plaintiff is a wholly owned subsidiary of Envoy Corporation, which in turn, is a wholly owned subsidiary of WebMD Corporation, a Delaware Corporation.

5. Defendants Sandeep Goel and Pradeep Goel are both residents of Florida, with principal residences in Boca Raton, Florida.

6. The amount in controversy in this litigation exceeds the sum of \$75,000, exclusive of interest and costs.

7. The Court has original jurisdiction to adjudicate the above-referenced dispute on the basis of diversity pursuant to 28 U.S.C. § 1332. This case is, therefore, removable to this Court under 28 U.S.C. §1441(b).

8. This Notice of Removal is being filed within 30 days of the Defendants' receipt of the Complaint and is hereby timely filed under 28 U.S.C. § 1446(b).

9. Copies of the Summons and Complaint served upon Defendants, and Answer and Counterclaim are attached hereto.

10. Defendants have filed a copy of the Notice of Removal with the Court of

Chancery of the State of Delaware, New Castle County. A copy of that Notice is attached hereto.

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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Attorneys for Defendants

OF COUNSEL:

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Kevin C. McCormick, Esquire  
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Baltimore, Maryland 21202  
410-347-8779

Dated: May 16, 2005

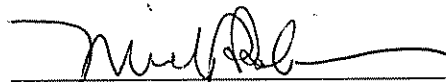
**CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2005, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered copies of the foregoing document to the following:

Michael P. Stafford, Esquire  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
The Brandywine Building  
1000 West Street, 17th Floor  
P O. Box 391  
Wilmington, DE 19879-0391

I further hereby certify that on June 15, 2005, I have mailed by Federal Express, the document(s) to the following non-registered participants:

Ward B. Coe III, Esquire  
Kevin C. McCormick, Esquire  
WHITEFORD, TAYLOR & PRESTON  
Seven Saint Paul Street, Suite 1400  
Baltimore, MD 21202



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